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January 14 1991
17198
RECORDED IN _____ FILED IN

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CERTIFIED MAIL

RETURN RECEIPT REQUESTED

JAN 17 1991 -9 40 AM

INTERSTATE COMMERCE COMMISSION 1-017A001

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th Street & Constitution
Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document, dated September 25, 1990.

The names and addresses of the parties to the document are as follows:

BUYER: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

SELLER: The City of Gainesville, Florida
Gainesville Regional Utilities
P.O. Box 490
700 SE 3rd Street
Gainesville, Florida 32602

MOTOR OPERATING UNIT
JAN 17 9 32 AM '91

Mr. Sydney L. Strickland
January 14, 1991
Page 2

The equipment covered by the enclosed document is one hundred six (106) open top hopper railcars bearing the reporting marks set forth in Schedule A hereto.

A fee of \$15.00 is enclosed. Please return the original executed copy of the enclosed document to:

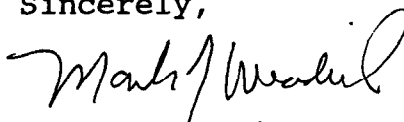
Mark J. Weadick, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

A short summary of the document to appear in the index follows:

Bill of Sale from the City of Gainesville,
Florida, Gainesville Regional Utilities, P.O. Box
490, 700 SE 3rd Street, Gainesville, Florida 32602
to The David J. Joseph Company, 300 Pike Street,
Cincinnati, Ohio 45202 dated September 25, 1990
and covering one hundred six (106) open top hopper
railcars.

Please call me if you should have any questions.

Sincerely,



Mark J. Weadick
Attorney for
The David J. Joseph Company

MJW/kdp
Enclosure

SCHEDULE A

GNFX 80001 through GNFX 80110;
excluding GNFX 80014, GNFX 80076,
GNFX 80077 and GNFX 80108.

Interstate Commerce Commission
Washington, D.C. 20423

1/23/91

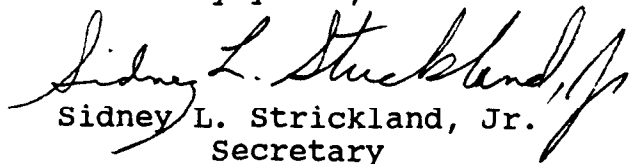
OFFICE OF THE SECRETARY

Mark J. Weadick
Taft Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202-3957

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/17/91 at 9:40am, and assigned recordation number(s). 17198,17199,17200,17201,17202,& 17203

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

JAN 17 1991 -9 40 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, **THE CITY OF GAINESVILLE, FLORIDA, GAINESVILLE REGIONAL UTILITIES** ("Seller") does hereby sell, assign, and transfer unto **THE DAVID J. JOSEPH COMPANY** ("Buyer"), and its successors and assigns, all of the railroad rolling stock described in Appendix A hereto (the "Equipment").

The Seller hereby warrants to Buyer, and Buyer's successors and assigns, as follows.

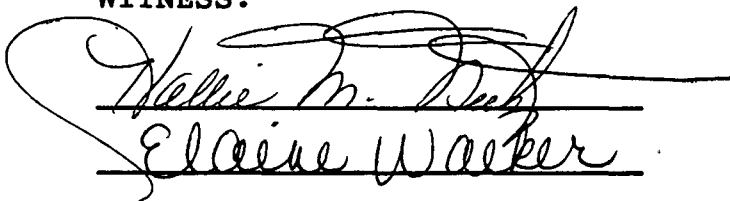
1. That the Seller is the lawful owner of the Equipment and has good, valid, and marketable title thereto, free and clear of any charge, lien, encumbrance, or other claim or interest of any nature whatsoever;
2. That the Seller has full power and authority to sell and convey the Equipment; and
3. That the Seller has not executed any other Bill of Sale or other instrument which by its term purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

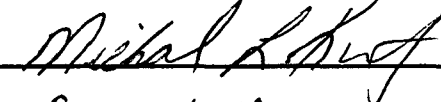
THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE SELLER, WHETHER WRITTEN, ORAL, OR IMPLIED, AND THE SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 25th day of September, 1990.

WITNESS:


Elaine Walker

CITY OF GAINESVILLE, FLORIDA,
 GAINESVILLE REGIONAL UTILITIES

BY: 
 TITLE: General Manager

APPENDIX A

BILL OF SALE

One hundred six (106) four pocket rapid discharge, open top hopper railcars with 100 ton capacity roller bearing trucks, built by Ortner in 1981 and bearing reporting marks as follows:

GNFX 80001-80110,
excluding: GNFX 80014, GNFX 80076
GNFX 80077, GNFX 80108

STATE OF Florida)
COUNTY OF Laachua) SS.
Alachua

On this 25th day of September, 1990, before me, the subscriber, Janice J. Henley, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Michael L. Kuntz to me personally known, who stated and acknowledged that he is the General Manager of City of Gainesville (title) (company name) Regional Utilities, a Florida (state) municipal corporation, and duly authorized by authority of the City Commission of the City of Gainesville in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 25 day of September, 1990.

Janice J. Henley
(notary signature)

JANICE J. HENLEY
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
My Commission Expires April 25, 1992

My commission expires:

CERTIFICATE OF NOTARY

The undersigned, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the Bill of Sale attached hereto has been carefully compared with the original and is complete and identical in all respects to the original document.

Beth A. Panko
Notary Public

BETH A. PANKO
Notary Public, State of Ohio
My Commission Expires Oct. 12, 1993

